

APPLICATION OF
YMax Communications Corp.

EXHIBIT I

Articles of Incorporation
Secretary of State Certificate of Authority

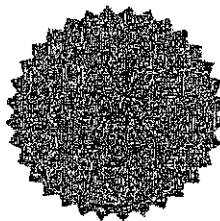
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "YMAX COMMUNICATIONS CORP.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2005, AT 1:39 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3975300 8100

050429163

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3903417

DATE: 05-25-05

**CERTIFICATE OF INCORPORATION
OF
YMAX COMMUNICATIONS CORP.**

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is: YMax Communications Corp.

SECOND: The address of the registered agent of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, having a par value of one dollar (\$1.00) per share.

FIFTH: The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. Election of directors need not be by written ballot.

SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors is hereby empowered to make, alter or repeal the Bylaws of the Corporation.

(b) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of the Corporation's stock and securities convertible into shares of the Corporation's stock, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

(c) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as a holder of any amount of its capital stock or otherwise, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation and, in the absence of fraud, no contract or other transaction shall be hereby affected or invalidated, provided that either (A) the fact of the common directorship or interest shall be disclosed to or otherwise shall be known by either (i) the Board of Directors or a committee thereof and such Board or committee

authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director, firm or other entity; or (B) the contract or transaction is unanimously approved by the stockholders; or (C) the contract or transaction is fair and reasonable to the Corporation. Any director of the Corporation who is also a director or officer of or interested in such other corporation or association may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction. Any such contract, transaction or act of the Corporation or of the directors which shall be authorized, approved or ratified as provided in this subsection (c) by a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purposes, so far as permitted by law, shall be valid and binding as though ratified by every stockholder of the Corporation.

(d) The Corporation reserves the right from time to time to make any amendments to its charter which now or hereafter may be authorized by law, including any amendments changing the terms of any class of the outstanding stock of the Corporation by classification, reclassification or otherwise, but no such amendment which changes the terms of any class of the outstanding stock shall be valid unless changes in the terms thereof shall have been authorized by the holders of a majority of the shares of such stock at that time outstanding by a vote at a meeting or in writing with or without a meeting.

(e) The Board of Directors shall have the power, without a vote of stockholders, to take the following action: (i) to declare and authorize the payment of dividends on the capital stock of the Corporation, whether or not payable in stock of one class to holders of stock of another class or classes; and (ii) to exercise all powers of the Corporation, whether conferred by law or by this certificate, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated entities.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article Seventh shall be prospective only and shall not adversely affect any right or protection of, or any

limitation of liability of, a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The name and mailing address of the incorporator, being at least eighteen years of age, is:

Eileen R. Ferrara
Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, DC 20004

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of May, 2005 and acknowledge the same to be my act and deed.



Eileen R. Ferrara, Incorporator



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 9, 2005

6449-487-2

CORP-LINK SERVICES, INC.
118 W EDWARDS ST STE 200
SPRINGFIELD, IL 62704

RE YMAX COMMUNICATIONS CORP.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FILED

NOV 09 2005

JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

Renal payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT

File #

6449-4872

Filing Fee \$ 150.00
Franchise Tax \$ 75.00
Penalty/Interest \$
Total \$ 225.00
Approved: *Jo*

Submit in duplicate _____
Type or Print clearly in black ink _____
Do not write above this line _____

1. (a) CORPORATE NAME: Max Communications Corp. *Jo*

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation: Delaware
Date of Incorporation: May 24, 2005
Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

830 South Ocean Boulevard

Palm Beach, Florida 33480

[none]

4. Name and address of the registered agent and registered office in Illinois:

Registered Agent: CT Corporation System

Registered Office: 208 South LaSalle Street

First Name Middle Initial Last name
Number Street Sub # Cook County
Chicago 60604
City ZIP Code

5. States and countries in which it is admitted or qualified to transact business: (include state of incorporation)
DE, PA, DL, DC, IA, IL, NY, CA, TX, AZ, VA, NJ

6. Name and addresses of officers and directors: (if more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	Daniel M. Borislav	830 South Ocean Boulevard	Palm Beach, FL	33480
Secretary	Peter J. Russo	12685 Torbay Drive	Boca Raton, FL	33428
Director	Daniel M. Borislav	830 South Ocean Boulevard	Palm Beach, FL	33480
Director	Peter J. Russo	12685 Torbay Drive	Boca Raton, FL	33428
Director	Peter J. Russo	12685 Torbay Drive	Boca Raton, FL	33428

C-17115

PAID

NOV 14 2005

EXPEDITED

SECRETARY OF STATE

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

information and communications services and equipment provider

045

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common	n/a	\$1.00	1,000	1,000

(If more, attach list)

9. Paid-in Capital: \$ 1,000,000 050000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,000,000
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ -0-
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated October 31 2005
(Month & Day) (Year)

YMax Communications Corp.
(Exact Name of Corporation)

(Any Authorized Officer's Signature)
Peter J. Russo, Vice President
(Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.